

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u>,</b>	)	<b>Case No. 01-1139 (KJC)</b>
	)	
<b>Reorganized Debtors.</b>	)	<b>Objection Deadline: April 3, 2014 at 4:00 p.m.</b>
_____	)	<b>Hearing: To Be Determined</b>

**COVER SHEET TO THIRD QUARTERLY APPLICATION OF  
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL  
TO ROGER FRANKEL, ASBESTOS PI FUTURE CLAIMANTS'  
REPRESENTATIVE FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP
Authorized to Provide Professional Services to:	Roger Frankel, Asbestos PI Future Claimants' Representative (the "FCR")
Date of Retention:	As of May 16, 2013 (pursuant to this Court's Order entered July 31, 2013)
Period for which compensation is sought:	October 1, 2013 through December 31, 2013
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$334,783.50
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 7,959.95
This is an: <u>  X  </u> interim <u>      </u> monthly <u>      </u> final application.	

**PRIOR QUARTERLY APPLICATIONS FILED**

Orrick was retained effective May 16, 2013 pursuant to this Court's Order entered July 31, 2013. This is Orrick's third quarterly fee application as counsel to Roger Frankel as FCR. Orrick's first quarterly was filed on September 13, 2013 [Dkt. No. 31129] requesting \$137,865.00 in fees and \$4,909.25 in expenses for a total of \$142,774.25. Orrick's second quarterly was filed on December 5, 2013 [Dkt. No. 31435] requesting \$138,571.50 in fees and \$3,814.21 in expenses for a total of \$142,385.71.

**COMPENSATION SUMMARY**  
**OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

<b><u>Name of Professional Person</u></b>	<b><u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u></b>	<b><u>Hourly Billing Rate</u></b>	<b><u>Total Billed Hours</u></b>	<b><u>Total Fees</u></b>
Peri Mahaley	Of Counsel, 20 years in position; 33 years relevant experience; 1979, Insurance	\$665	28.20	\$18,753.00
Mary A. Wallace	Of Counsel, 9 years in position; 24 years relevant experience; 1989, Restructuring	\$740	24.70	\$18,278.00
Richard H. Wyron	Partner, 23 years in position; 33 years relevant experience; 1979, Restructuring	\$875	149.30	\$130,637.50
Debra L. Felder	Associate, 11 years in position; 11 years relevant experience; 2002, Restructuring	\$650	217.30	\$141,245.00
Debra O. Fullem	Bankruptcy Research Specialist	\$270	92.30	\$24,921.00
Laura Lukasik	Paralegal	\$90	6.10	\$549.00
Melanie Merchant	Paralegal	\$160	2.50	\$400.00
<b>TOTAL</b>			<b>520.40</b>	<b>\$334,783.50</b>
<b>Blended Rate: \$643.32</b>				

**COMPENSATION BY PROJECT CATEGORY**  
**OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Compensation of Professionals-Orrick	28.40	\$10,907.50
Compensation of Professionals-Others	76.40	\$29,274.50
Insurance	35.80	\$25,155.50
Litigation	334.90	\$243,716.50
Retention of Professionals-Other	44.90	\$25,729.50
<b>TOTAL</b>	<b>520.40</b>	<b>\$334,783.50</b>

**EXPENSE SUMMARY**  
**OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

<u>Expense Category</u>	<u>Total Expense</u>
Duplicating	\$5,548.10
Express Delivery	\$191.05
Pacer	\$536.00
Parking	\$7.20
Postage	\$1,399.68
Travel - Airfare	\$174.96 <sup>1</sup>
Travel - Taxi	\$15.32
Westlaw	\$87.64
<b>TOTAL</b>	<b>\$7,959.95</b>

Orrick's Client Charges and Disbursements Policy effective January 1, 2013, are as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.

b. ***Long Distance Telephone and Facsimile Charges*** – Orrick does not charge clients for long distance telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.00 per page, and there is no charge for incoming facsimiles.

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<sup>1</sup> This amount represents Richard Wyron's round-trip air travel from Washington, DC to New York, NY to attend meetings on five (5) different Trust matters; the total airfare was \$874.80 and \$174.96 is the portion allocated to each matter.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /s/ DEBRA L. FELDER

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*Counsel to Roger Frankel,  
Asbestos PI Future Claimants' Representative*

Dated: March 14, 2014